

bp

Kent Zigterman

Sr. Attorney  
BP Legal

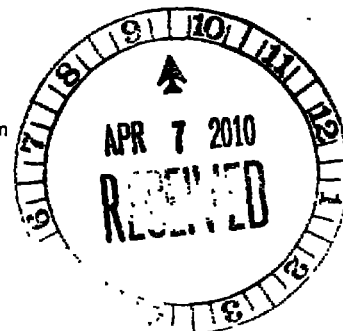
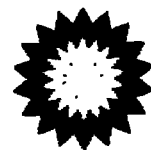
RECORDATION NO. 16514-L FILED

APR 07 '10

2-18 PM

SURFACE TRANSPORTATION BOARD

BP America Inc  
4101 Winfield Road  
Mail Code 5 West  
Warrenville, IL 60555  
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VIA FEDERAL EXPRESS

April 6, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, DC 20024

Re: **Document for Recordation**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one original and two copies of a Release of Liens, dated as of March 1, 2010, ("Lien Release"), a secondary document as defined in the Board's Rules for the Recordation of Documents.

The primary document, to which the enclosed Lien Release relates is The Conditional Sale Agreement, dated as of August 1, 1989, and associated documents previously filed with the Board under Recordation Number 16514.

The names and address of the parties to the enclosed Lien Release are:

Agent: The Bank of New York Mellon Trust Company, N.A.  
(as successor agent)  
2 North LaSalle Street  
Suite 1020  
Chicago, Illinois 60602

Lessee: BP Amoco Chemical Company  
(formerly named Amoco Chemical Company)  
501 Westlake Park Boulevard  
Houston, Texas 77079

A short summary of the document to appear in the index is: Lien Release.

A description of the railroad equipment covered by the Lien Release is: All rail cars listed in the documents identified on Exhibit A attached to the Lien Release.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return the original and one stamped copy of the Lien Release to me at the above address.

Sincerely,

Kent Zigterman

**Execution Version**

RECORDATION NO. 16514-L FILED

APR 07 '10

**2-18 PM**

**SURFACE TRANSPORTATION BOARD**

**RELEASE OF LIENS**

**Dated as of March 1, 2010**

**between**

**BP AMOCO CHEMICAL COMPANY  
(formerly named Amoco Chemical Company),  
as Lessee**

**and**

**THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.,  
as Agent**

THIS AGREEMENT SHALL BE FILED WITH THE SURFACE TRANSPORTATION BOARD AND DEPOSITED IN THE OFFICE OF THE REGISTRAR GENERAL OF CANADA, AND UPON SUCH FILING, THE CONDITIONAL SALE AGREEMENT AND ALL SUPPLEMENTS THERETO DESCRIBED ON **EXHIBIT A** ATTACHED HERETO SHALL BE TERMINATED, AND THE INTERESTS OF THE AGENT IN EACH OF THE DOCUMENTS DESCRIBED ON **EXHIBIT A** ATTACHED HERETO SHALL BE TERMINATED AND RELEASED.

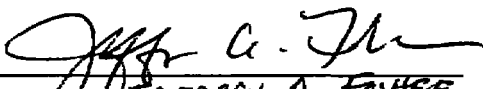
SATISFACTION AND DISCHARGE AND RELEASE OF LIENS, dated as of March 1, 2010 by THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., a national banking association, as successor Agent (the "Agent") under the Conditional Sale Agreement dated as of August 1, 1989 among The Connecticut National Bank, not in its individual capacity but solely as Trustee for the Owner, Amoco Chemical Company, and Mercantile-Safe Deposit and Trust Company, as Agent (as supplemented and amended from time to time, the "CSA"; capitalized terms used herein without definition having the respective meanings set forth in the CSA) and BP AMOCO CHEMICAL COMPANY (formerly named Amoco Chemical Company), a Delaware corporation (the "Lessee").

1. The Agent does hereby (i) acknowledge payment in full of all payments due under the CSA, including CSA Indebtedness issued under the CSA and (ii) release any and all of its interest and liens under the CSA.


2. The Lessee does hereby agree that it shall, at its cost and expense, cause this Agreement to be promptly filed with the Surface Transportation Board and deposited in the Office of the Registrar General of Canada, and upon such filing, the CSA shall be terminated and the interests of the Agent in each of the documents described on Exhibit A attached hereto shall be terminated and released.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officers thereunto duly authorized, all as of the date first above written.

BP AMOCO CHEMICAL COMPANY  
(formerly named Amoco Chemical Company),  
as Lessee

By:   
Name: JEFFREY A. FISHER  
Title: VP, BP Amoco Chemical Company

THE BANK OF NEW YORK MELLON TRUST  
COMPANY, N.A.,  
as Agent

By:   
Name: D. G. DONOVAN  
Title: VICE PRESIDENT

State of [ IL ] )

) ss

County of [ DUPAGE ] )

On this 16<sup>th</sup> day of MARCH, 2010, before me, a notary public, personally appeared JEFFREY A. FISHER, to me personally known, who being by me duly sworn says that he is the VICE PRESIDENT of BP AMOCO CHEMICAL COMPANY (formerly named Amoco Chemical Company) and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Dawn Schwab  
Notary Public

My Commission Expires: 12. 16. 12

State of Illinois )

) ss

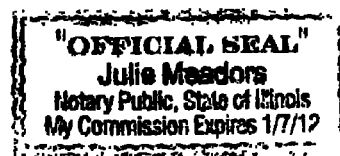
County of Clark )

On this 18 day of March, 2010, before me, a notary public, personally appeared D. G. DONOVAN, to me personally known, who being by me duly sworn says that (s)he is the VICE PRESIDENT of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

[Signature]  
Notary Public

My Commission Expires:



**Exhibit A**

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**ORIGINAL SURFACE TRANSPORTATION BOARD FILINGS**

<b><u>Description</u></b>	<b><u>Filing Date</u></b>	<b><u>Recordation Number</u></b>
Lease of Railroad Equipment, dated as of August 1, 1989, between The Connecticut National Bank, as Lessor, and Amoco Chemical Company, as Lessee	September 13, 1989	16514-A
Amendment Agreement No. 1, dated as of September 22, 1989, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	September 27, 1989	16514-C
Amendment Agreement No. 2, dated as of December 1, 1989, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	December 14, 1989	16514-D
Amendment Agreement No. 3, dated as of June 15, 1990, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	June 29, 1990	16514-E
Amendment Agreement No. 4, dated as of November 1, 1990, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	December 4, 1990	16514-F
Conditional Sale Agreement dated as of August 1, 1989 among The Connecticut National Bank, not in its individual capacity but solely as Trustee for the Owner, Amoco Chemical Company, and Mercantile-Safe Deposit and Trust Company, as Agent	September 13, 1989	16514
Amendment Agreement No. 1, dated as of September 22, 1989, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	September 27, 1989	16514-C
Amendment Agreement No. 2, dated as of December 1, 1989, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	December 14, 1989	16514-D
Amendment Agreement No. 3, dated as of June	June 29, 1990	16514-E

**Exhibit A**

Page 2 of 4

15, 1990, among Amoco Chemical Company,  
Mercantile-Safe Deposit and Trust Company and  
The Connecticut National Bank

Amendment Agreement No. 4, dated as of  
November 1, 1990, among Amoco Chemical  
Company, Mercantile-Safe Deposit and Trust  
Company and The Connecticut National Bank

December 4, 1990

16514-F

**Exhibit A**

Page 3 of 4

**ORIGINAL REGISTRAR GENERAL OF CANADA FILINGS**

<b><u>Description</u></b>	<b><u>Filing Date</u></b>
Lease of Railroad Equipment, dated as of August 1, 1989, between The Connecticut National Bank, as Lessor, and Amoco Chemical Company, as Lessee	September 14, 1989
Amendment Agreement No. 1, dated as of September 22, 1989, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	September 28, 1989
Amendment Agreement No. 2, dated as of December 1, 1989, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	December 15, 1989
Amendment Agreement No. 3, dated as of June 15, 1990, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	July 3, 1990
Amendment Agreement No. 4, dated as of November 1, 1990, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	December 5, 1990
Conditional Sale Agreement dated as of August 1, 1989 among The Connecticut National Bank, not in its individual capacity but solely as Trustee for the Owner, Amoco Chemical Company, and Mercantile-Safe Deposit and Trust Company, as Agent	September 14, 1989
Amendment Agreement No. 1, dated as of September 22, 1989, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	September 28, 1989
Amendment Agreement No. 2, dated as of December 1, 1989, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	December 15, 1989
Amendment Agreement No. 3, dated as of June	July 3, 1990

**Exhibit A**

Page 4 of 4

15, 1990, among Amoco Chemical Company,  
Mercantile-Safe Deposit and Trust Company  
and The Connecticut National Bank

Amendment Agreement No. 4, dated as of  
November 1, 1990, among Amoco Chemical  
Company, Mercantile-Safe Deposit and Trust  
Company and The Connecticut National Bank

December 5, 1990